

Exhibit B

1 Eric J. Farber, SBN 169472
eric@farberandco.com
2 Ann McFarland Draper, SBN 065669
ann.draper@farberandco.com
3 FARBER & COMPANY ATTORNEYS, P.C.
847 Sansome Street, Ste. LL
4 San Francisco, California 94111
Telephone 415.434.5320
5 Facsimile 415.434.5380

6 Attorneys for Plaintiffs Santa Fe Pointe,
7 LP, Santa Fe Management, LLC,
Rant, LLC, and Theotis F. Oliphant

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

(SAN FRANCISCO DIVISION)

11 SANTA FE POINTE, LP, et al,

Case No.: C07-05454 JCS

12 Plaintiffs,
vs.

**DECLARATION OF ANN McFARLAND
DRAPER IN OPPOSITION TO
DEFENDANTS' MOTION TO TRANSFER
CASE TO SOUTHERN DISTRICT OF NEW
YORK**

14 GREYSTONE SERVICING
CORPORATION, INC., et al,

Defendants.

Hearing

Date: February 8, 2008
Time: 9:30 a.m.
Courtroom: A (15th Floor)
Judge: Hon. Joseph C. Spero

I, ANN McFARLAND DRAPER, declare as follows:

1. I am a resident of the State of California over the age of eighteen (18) years, and I am not a party to the above-entitled action. I am one of the attorneys for the Plaintiffs herein. I make this declaration based upon my personal knowledge, except where alleged upon information and belief, and, if called to testify, I could and would competently testify to the matters set forth herein.

2. My search of public records reveals that Defendant GREYSTONE SERVICING CORPORATION, INC. ("Greystone Servicing") is a Georgia corporation with its principal place of business in Warrenton, Virginia. Attached as Exhibit "A" hereto is a true and correct printout of the online records of the Georgia Secretary of State, showing these facts.

1 3. Plaintiffs effected personal service on Greystone Servicing on September 25 and on
2 Greystone CDE on September 26. Attached as Exhibits "B" and "C" respectively hereto are true and
3 correct copies of the proofs of service showing such personal service on said defendants.

4 4. According to the docket for Case No. 07 civ 8377 RPP pending in the United States
5 District Court for the Southern District of New York, Greystone CDE filed a collection action (the
6 "New York Action") against Plaintiffs on September 26, 2007. Greystone Servicing is not a party to
7 the New York Action.

8 5. Greystone CDE did not attempt to serve the summons or complaint in the New York
9 action in the usual manner, nor did they follow the Rule 6(d) waiver procedure. They did, however, file
10 an Affidavit of Service in the New York action and attempt to obtain a default judgment. Plaintiffs
11 retained the New York office of the law firm of Akerman Senterfit LLP to appear specially to contest
12 personal jurisdiction in the New York action and oppose the application for default.

13 6. On November 29, 2007, the district court judge in the New York action issued an order
14 denying Greystone CDE's motion for default judgment and granting the cross-motion of the Plaintiffs
15 herein to strike the Clerk's Certificate (of default) and the Affidavit of Service. Attached as Exhibit
16 "D" hereto is a true and correct copy of the order issued by Judge Patterson in the New York Action.

17 7. Greystone's website contains information regarding the business and location of
18 Greystone Servicing. Attached as Exhibit "E" hereto is a true and correct copy of a printout of the
19 page of that website showing that Greystone Servicing has fourteen regional offices, two of which are
20 in California (in Mountain View and in Pasadena).

21 8. Attached as Exhibit "F" hereto is a true and correct copy of a pertinent pages from
22 HUD's listing of approved lenders for the MAP program, showing that Greystone Servicing is a HUD-
23 approved lender. The document was retrieved from the following URL on HUD's government
24 website: <http://www.hud.gov/offices/hsg/mfh/map/aprvlend.pdf>.

25 9. Attached as Exhibit "G" hereto is a true and correct copy of a cover article from the
26 February 2006 issues of Western Real Estate Business stating that Greystone Servicing "primarily
27 finances properties in California, Washington and Nevada."

1 10. The following list consists of individuals and/or entities who were not identified as
2 potential witnesses by Defendants but whom I believe may be discovery and/or trial witnesses in this
3 action and/or who have documents material to this action. The information below is compiled from
4 my review of transaction documents and emails relating to the underlying transaction.

5 Stacia Johnson, HUD's Director of Multifamily Housing in Oklahoma City

6 Uche Oluku, HUD senior project manager in Oklahoma City

7 David Henry, the Arkansas-based tax-credit developer who was Plaintiffs' contractor
8 and co-developer, and with whom Greystone Servicing was secretly negotiated to replace
9 Plaintiffs in the Santa Fe Pointe Project.

10 Brad Bartlett, the chief of operations for David Henry's organization (also based on
11 Arkansas).

12 Cary Rosenblum, of Regions Bank, who can testify as to Greystone CDE's demands
13 that nearly terminated the Santa Fe Pointe closing.

14 Phil Smith of JPS Associates, Inc. (Springfield, Missouri), who performed the
15 architectural review of for the Santa Fe Pointe Project and can testify regarding the delays in
16 completing the architectural component of the HUD application.

17 Richard A. "Ad" Eichner, of Eichner & Norris PLLC (Washington, D.C.), bond
18 counsel for the investment bank that underwrote and sold the tax-exempt bonds, can testify
19 regarding repeatedly communications in which Greystone was reminded about the time table, as
20 well as Greystone's commitment to the bridge loan.

21 Diane Cody Fisher, an attorney in the Philadelphia, Pennsylvania office of the law firm
22 of Greenberg Traurig, who served as outside counsel to Greystone in connection with the
23 bridge loan and other parts of the Santa Fe Pointe transaction. Ms. Fisher has non-privileged
24 documents and information relating to events (including the bridge loan and Greystone's
25 negotiations with David Henry).

26 Shawn Smith, Plaintiffs' real estate consultant in Oklahoma.

27 In addition, the seller and various title and escrow personnel located in Oklahoma can testify as to
28 events relating to the several signings.

1 11. The Administrative Office of the United States Courts compiles and maintains statistical
2 information by district relating to caseload and court congestion, including various measures of the
3 length of time until disposition. Those statistics are available online at links accessible from the URL
4 <http://www.uscourts.gov/stats/>. The report of Federal Court Management Statistics provides
5 statistical profiles for each of the 94 U.S. district courts, which presents caseload data based one
6 pending cases and the number of authorized judgeships as well as statistics regarding the time for
7 disposition of cases. Attached as Exhibit "H" hereto is a true and correct copy of the statistical profile
8 for the Northern District of California, showing that for 2006 the average number of pending civil
9 cases per judgeship was 583 and that 7.3% of the civil cases are more than three years old. Attached as
10 Exhibit "I" hereto is a true and correct copy of the statistical profile for the Southern District of New
11 York, showing that for 2006 the average number of pending civil cases per judgeship was 716 and that
12 18.4% of the civil cases are more than three years old. These statistics show that in comparison with
13 the Northern District of California, judges in the Southern District of New York have a heavier
14 caseload (23% greater) and a longer processing time (2½ times as many cases still pending after three
15 years).

16

17 I declare under penalty of perjury under the laws of the State of California that the foregoing is true
18 and correct and that this declaration was executed this 30th day of November, 2007, at San Francisco, State
19 of California.

20 Ann McFarland Draper

21 Ann McFarland Draper

22

23

24

25

26

27

28

1 PROOF OF SERVICE

2 I, ANN McFARLAND DRAPER, declare:

3 1. I am an attorney at law over the age of eighteen years of age and not a party to this
4 action. My business address is 847 Sansome St., LL, San Francisco, CA 94111.

5 2. On November 30, 2007, I served true and correct copies of the foregoing pleading

6 **DECLARATION OF ANN McFARLAND DRAPER IN OPPOSITION TO**
7 **DEFENDANTS' MOTION TO TRANSFER CASE TO SOUTHERN DISTRICT OF NEW**
8 **YORK** on the interested parties by electronically filing such documents through the CM/ECF system
9 of United States District Court for the Northern District of California, which will send electronic
10 notification of such filing to the following registered users:11 Mark D. Kemple mdkemple@jonesday.com12 Erik K. Swanholt ekswanholt@jonesday.com13 I declare under penalty of perjury under the laws of the State of California that the foregoing is
14 true and correct and that this declaration was executed this 30th day of November 2007, at San
15 Francisco, California.16 Ann McFarland Draper17 Ann McFarland Draper
18
19
20
21
22
23
24
25
26
27
28